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James H. Newberry, Jr.
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December 22, 2005

VIA HAND DELIVERY

RECEIVED

Ms. Beth O'Donnell
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, KY 40602-0615

DEC 22 2005

PUBLIC SERVICE
COMMISSION

RE: Application for Approval of Transfer

Dear Ms. O'Donnell:

Case No. 2005-00534

Our firm represents ALLTEL Corporation and its various affiliates, including Kentucky ALLTEL and ALLTEL Kentucky ("ALLTEL"). Enclosed are an original and eleven copies of ALLTEL's Application for Approval of Transfer. Please file the original and ten copies and stamp one copy and return it via our courier. Thanks for your assistance.

Sincerely yours,

James H. Newberry, Jr.

JHN:kms
Enclosures

cc: Amy Dougherty, Esq. (via hand delivery w/enc.)
Dennis Howard (via mail w/enc.)
David Barberie, Esq. (via hand delivery w/enc.)

30393272.1

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Frankfort, KY 40601-1807
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2525 West End Avenue, Suite 1500
Nashville, TN 37203-1423
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101 West Spring Street, Suite 500
New Albany, IN 47150-3610
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RECEIVED

BEFORE THE KENTUCKY PUBLIC SERVICE COMMISSION DEC 22 2005

APPLICATION FOR APPROVAL OF THE TRANSFER OF)
CONTROL OF ALLTEL KENTUCKY, INC. AND)
KENTUCKY ALLTEL, INC.)

PUBLIC SERVICE
COMMISSION

CASE NO. 2005-00534

APPLICATION FOR APPROVAL OF TRANSFER

Alltel Kentucky, Inc. ("AKI"), Kentucky Alltel, Inc. ("KAI"), Alltel Communications, Inc., Alltel Holding Corp., Valor Communications Group ("Valor"), and Alltel Holding Corporate Services, Inc. (collectively, "Applicants") respectfully submit this Application requesting the approval of the Kentucky Public Service Commission ("Commission") for the transfer of control of AKI and KAI and providing notice of the transfer of long distance resale customers of Alltel Communications, Inc. (the ILECs and the long distance resale businesses collectively, "the Wireline Business") from Alltel Corporation to the entity resulting from the merger of Alltel Holding Corp. and Valor, and Alltel Holding Corporate Services, Inc., respectively. This Application is submitted in compliance with KRS 278.020.

I. INTRODUCTION

1. The telecommunications industry has changed dramatically in the last several years and is expected to change even more significantly in the coming years. Intermodal competition, between wireline and wireless telecommunications services for example, is now widespread even in the territories served by Applicants. As a result of intermodal competition and rapidly changing fundamentals of the wireline business, wireline companies need to adapt their existing business models to more effectively compete. Specifically, wireline businesses will require enhanced strategic flexibility in the future to bring new products and services to the marketplace faster and improve their existing overall customer service. The need to execute

strategies faster in the future will require greater focus and access to adequate human and financial capital.

2. As a result of these changes, Alltel Corporation ("Alltel") is separating the Wireline Business from its wireless business and merging the Wireline Business with Valor. In order to carry out the separation, two new subsidiaries of Alltel have been created, Alltel Holding Corp. and Alltel Holding Corporate Services, Inc. This pre-separation corporate structure is illustrated on **Exhibit 1** to this Application.

3. Alltel will first transfer ownership of AKI, KAI and Alltel's other incumbent local exchange company subsidiaries to Alltel Holding Corp. Likewise, customers of Alltel Communications, Inc.'s long distance resale business will be transferred to Alltel Holding Corporate Services, Inc., which will become a wholly-owned subsidiary of Alltel Holding Corp. The ownership of Alltel Holding Corp. then will be transferred from Alltel to Alltel's shareholders, thereby establishing Alltel Holding Corp. (with its subsidiary, Alltel Holding Corporate Services, Inc.) as a stand-alone holding company. After transferring its long distance resale business to Alltel Holding Corporate Services, Inc., Alltel Communications will no longer engage in the long distance resale business. The post-separation corporate structure is illustrated on **Exhibit 2** to this Application.

4. In the final step of this process, Alltel Holding Corp. will merge into Valor, a holding company with its own local exchange company subsidiaries operating in the states of Texas, New Mexico, Oklahoma and Arkansas (resulting in the "Merged Wireline Business"). Following this merger, the shareholders of Alltel will own 85% of the Merged Wireline Business, and the shareholders of Valor will own 15%. Additionally, as described later in this Application, the principal officers of the Merged Wireline Business will be certain current

officers of Alltel. The Merged Wireline Business will adopt a name and corporate logo that is presently being determined. The corporate offices of the Merged Wireline Business will be located in Little Rock, Arkansas and initially will be located in office space to be leased from Alltel and in part at a separate location in Little Rock until a single office location separate from Alltel can be obtained in the central Arkansas area. Because end user customers will continue to receive the same rates and high quality service from the same dedicated local operations, the transfer will appear merely as a name change. The Merged Wireline Business corporate structure is illustrated on **Exhibit 3** to this Application.

5. In this Application, Applicants request the Commission's approval with respect to the change of control of the Wireline Business as described above. As explained in detail below, this transfer of control is in the public interest and compliant with applicable law. The Merged Wireline Business will continue to have the requisite managerial, technical and financial capability to provide the services that it currently provides. Moreover, the change of control will produce benefits for the wireline local exchange residential and business customers.

6. Separating the Wireline Business into an independent, stand-alone corporate structure and merging with Valor allows the Merged Wireline Business to enhance both strategic flexibility and financial and operational opportunities. The Merged Wireline Business will increase its focus on providing a full portfolio of high quality services to its residential and business customers. Through its subsidiaries, the new wireline-focused company will continue to meet the needs of local exchange and long distance customers throughout its service areas.

II. PARTIES INVOLVED IN THE TRANSFER

7. AKI and KAI are certificated by this Commission to provide local exchange services and are wholly-owned subsidiaries of Alltel, with corporate offices located at One

Allied Drive, Little Rock, Arkansas. Copies of the articles of incorporation for AKI and KAI are attached hereto as **Exhibit 4** pursuant to 807 KAR 5:001, Section 8.

8. Alltel Communications, Inc., a Delaware corporation, is certificated in this state as a long distance reseller.

9. AKI, KAI and Alltel Communications, Inc., together with Alltel's other subsidiaries, currently provide wireless, long distance, internet, broadband, directory publishing, telecommunications equipment and local communications services in numerous states. As of June 30, 2005, AKI, KAI and their ILEC affiliates served approximately 3.0 million local access lines in fifteen states, including approximately 544,000 access lines in this state. Alltel Communications, Inc. currently provides long distance service in 49 states and operates as a CLEC in 7 states.

10. Alltel Holding Corp., a Delaware corporation, is a newly-formed subsidiary of Alltel. As described above, immediately upon the separation of Alltel's Wireline Business from its wireless businesses, Alltel Holding Corp. will become the owner of the Wireline Business and then merge into Valor. Alltel Holding Corp. is not seeking authority to become a regulated telecommunications carrier or public utility.

11. Alltel Holding Corporate Services, Inc., a Delaware corporation, is a newly created subsidiary of Alltel and will become part of the Merged Wireline Business. It is seeking authority to become the owner of all of Alltel Communications, Inc.'s current long distance resale and competitive local exchange businesses.

12. Valor Communications Group is a Delaware corporation and is the owner of local exchange operating companies that as of June 30, 2005 provide local exchange service to approximately 530,000 access lines in four states. As a result of its merger with Alltel Holding

Corp., Valor will become the owner of the Merged Wireline Business but itself will not be a certificated public utility.

III. REQUIREMENTS FOR APPROVAL OF TRANSFER OF CONTROL

13. KRS 278.020 grants the Commission authority to approve the transfer requested in this Application. In approving this transfer, the Commission must consider whether the transfer (a) is to be made in accordance with law, for a proper purpose and is consistent with the public interest, and (b) is made to a transferee that has the financial, technical and managerial abilities to provide reasonable service. The transfer of control of the Wireline Business satisfies all applicable criteria. The Merged Wireline Business will maintain the capability to provide high quality telecommunications services and introduce advanced services, and the transfer is in the public interest for the reasons set forth herein.

IV. TRANSACTION AND NEW CORPORATE STRUCTURE

14. As described above, Exhibit 1 illustrates the corporate structure of Alltel before the separation and merger described in this Application, Exhibit 2 illustrates the resulting post-separation corporate structure for Alltel Holding Corp., and Exhibit 3 illustrates the structure that results from the merger with Valor.

15. Although the entities comprising the Wireline Business will become subsidiaries of a different holding company and the entities' names will change, from an operational perspective, little will change. Immediately following the separation and merger, the Merged Wireline Business will continue to provide the same services, at the same rates and pursuant to the same tariffs, albeit under a new name. AKI and KAI will continue as the same legal entities operating and providing local exchange service in Kentucky. Alltel Holding Corporate Services, Inc., as successor to the long distance resale and CLEC businesses, will continue providing the same high quality service that Alltel Communications, Inc. does today. In addition to the

incumbent local exchange and long distance resale and CLEC businesses, the Alltel Internet access, broadband, directory publishing, and telecommunications products businesses will also be transferred to the Merged Wireline Business. (The term "the Merged Wireline Business" as used throughout this Application also includes all of these enumerated services and products.) The Merged Wireline Business will maintain the same technical, financial and managerial ability to provide reliable service subsequent to the separation as it does today.

V. CONTINUED TECHNICAL, MANAGERIAL, AND FINANCIAL CAPABILITY

16. The Merged Wireline Business will continue to be managed by very capable, experienced executives and employees, many of whom are transferring from Alltel to the Merged Wireline Business. For example, Alltel Chief Financial Officer, Jeffrey Gardner, has been named Chief Executive Officer of the Merged Wireline Business, and John Koch, Alltel President of Wireline Services, will be the Chief Operating Officer. Attached as **Exhibit 5** is a list of several officers of the Merged Wireline Business and a description of their qualifications. The collective experience of these officers demonstrates that the Merged Wireline Business will maintain the same technical and managerial ability to continue providing reliable high quality services subsequent to the separation as it does today. In fact, the Merged Wireline Business' senior management team will have an average tenure in the telecommunications industry of nearly 20 years, with over 130 years of combined telecommunications industry experience. Moreover, the Merged Wireline Business will have the necessary financial security as it does today. All of these factors, along with the additional details below, demonstrate that the Merged Wireline Business will continue to possess the technical, managerial, and financial capability necessary to provide high quality service and, thereby, to promote the public interest.

Continued Technical Capability

17. The Merged Wireline Business will maintain the same technical capabilities after the transfer of control as it possesses today. All equipment, buildings, systems, software licenses and other assets owned and used by the Merged Wireline Business in the provision of its service will remain assets of AKI or KAI or will transfer to the Merged Wireline Business or a subsidiary thereof. For example, the Signaling System 7 network used by the Wireline Business to provide routing of communications traffic will be transferred to the Merged Wireline Business.

18. Some assets held by an Alltel affiliate are jointly used to provide services to the Wireline Business and one or more other affiliates that may not become part of the Merged Wireline Business. However, to the extent the Merged Wireline Business requires continued use of these assets or services from Alltel, they will be provided through lease arrangements or service agreements with the separated Alltel companies.

19. Following the transfer of control, the Merged Wireline Business will continue to own or have arrangements to use all of the necessary network assets and ordering, provisioning, billing, and customer care capabilities required to continue to provide high quality retail and wholesale services seamlessly.

A. Continued Managerial Capability

20. The Merged Wireline Business will employ personnel experienced and dedicated to the provision of high quality communications service. The customer service, network and operations functions that are critical to the success of the Wireline Business today will persist, and the business will be staffed to ensure that continuity. For example, AKI and KAI's local operations will continue to be staffed and managed by employees with established ties to the community and extensive knowledge of the local telephone business.

21. The Merged Wireline Business will continue to receive certain centralized management services. The Merged Wireline Business will be staffed by many of the same experienced and knowledgeable persons currently providing these services. Presently, centralized functions include human resource, finance, tax, media, legal, planning, general support, and information services, thereby allowing the individual ILECs to benefit from the efficiencies enjoyed with centralized support services. After the transfer of control, the Merged Wireline Business will continue to receive similar centralized management services and thus, will continue to enjoy efficiencies from centralized support services and the benefits of an experienced staff.

C. Continued Financial Capability

22. Upon the transfer of control, the Merged Wireline Business will continue to be financially capable of fulfilling all of the requirements of a public utility. This capability will be unaffected by the change in the corporate parent.

23. Attached as **Exhibit 6** are the pro forma balance sheet and income statement for the Merged Wireline Business. The Merged Wireline Business will serve approximately 3.4 million access lines in 16 states. Its revenues are estimated to be approximately \$3.4 billion per year and is expected to generate approximately \$1.7 billion of annual operating income before depreciation and amortization. The Merged Wireline Business will clearly retain the financial stability to succeed in the ever-increasing competitive telecommunications marketplace.

24. The parent company of the Merged Wireline Business, which among other things will raise capital for AKI and KAI, will possess the financial capability to allow the Merged Wireline Business to provide high quality telecommunications services to customers. Upon completion of the separation and merger, the Merged Wireline Business will be a publicly traded company, whose stock is expected to be traded on the New York Stock Exchange. Moreover, the

Merged Wireline Business will be one of the largest independent local exchange carriers in the nation. The Merged Wireline Business will have the ability to raise capital in order to invest in network, employees and information systems to continue providing high quality service.

25. The Merged Wireline Business expects to generate ample cash flow and pay an attractive dividend to investors. These sound financial characteristics ensure that the Merged Wireline Business will have the fiscal stability to position itself in the industry to pursue strategies necessary to assist the Merged Wireline Business in succeeding in a competitive environment.

26. The Merged Wireline Business' capital structure will include a mix of debt and equity that balances financial risk with business risk while maintaining an appropriate cost of capital, thereby maximizing the value of the Merged Wireline Business. The Merged Wireline Business' debt financing has already been committed by two of the world's largest banks, JP Morgan and Merrill Lynch. The debt to equity ratio of the parent company will provide sufficient leverage to produce specific benefits for the Merged Wireline Business and the resulting debt leverage will be among the lowest in the RLEC industry. The planned capital structure and dividend policy are reasonable relative to the company's size, service areas, industry position, operating income, and cash flow.

27. All of the above facts demonstrate that the Merged Wireline Business will maintain the requisite financial capability to fully support its operations subsequent to the transfer of control.

VI. THE PUBLIC INTEREST

28. The Merged Wireline Business will operate in an industry that has been and continues to be subject to rapid technological advances, evolving consumer preferences, and dynamic change. These factors, combined with regulatory developments, create an environment

in which the interests of the wireline business are best served by the separation. The establishment of the Merged Wireline Business as part of an independent, stand-alone wireline-centric corporation serves the public interest by allowing Alltel's separated ILECs to focus squarely on building their local wireline operations to provide a full range of high quality services to local residential and business customers.

29. This separation has the beneficial effect of better aligning the interests of the Merged Wireline Business with the interests of its customers. The company's strategic wireline focus will allow for a stronger local emphasis and permits the Merged Wireline Business to provide services tailored to the needs of its customers. The separation and merger, other than a change of name, will be virtually transparent to customers.

30. The Merged Wireline Business will ensure that service quality and the customer experience remain high priorities. Customers will experience no less than business as usual, but very likely an improved experience, as the Merged Wireline Business enhances service delivery, product development, and customer interaction.

VII. TRANSPARENCY TO CUSTOMERS

31. Up to and after the separation and merger, customer will receive the same full range of products and services that it offered prior to the separation, at the same prices, and under the same terms and conditions. Currently, AKI and KAI offer bundles of local calling and custom calling features combined with other services via sales of their own services or their own services combined with the services of another provider sold via a sales agency arrangement. These bundled offerings were designed to meet the customer demand for a true "one stop shop" for communications needs. As described above, the Merged Wireline Business will enter into the necessary arrangements to allow it to continue providing bundled service offerings.

32. Significantly, the customer interface with the Merged Wireline Business will not change. Customers will continue to call existing numbers to order new services, report service problems, and inquire about billing or other customer care issues. The Merged Wireline Business will provide customers notice of the transfer and name change via bill messages. A sample customer notice will be provided to the Commission in advance of its distribution.

33. The Merged Wireline Business will concentrate on the local operations of wireline customers and local affairs will continue to be managed by men and women with established local relationships and extensive knowledge of the local telephone business. Applicants' participation in the local community will be ongoing and continue to be of great importance. Furthermore, the senior executive team will be comprised of many of the same executives that have guided Alltel's local operations in the past. Their experience and expertise, combined with new flexibility to pursue wireline-only strategic goals, will ensure that the Merged Wireline Business service quality and standards will remain at the highest levels.

34. The Merged Wireline Business will provide the same high quality local exchange and resold long distance service it does today, subject to the same rules, regulations, and applicable tariffs. The mere transfers of control will not effect the existing price regulation plan, service quality obligations, or tariffs.¹ Further, any subsequent end user rate changes by the Merged Wireline Business will continue to be governed by the same rules and procedures. Similarly, the terms and prices for existing wholesale services under applicable access tariffs will remain unchanged as a result of this transfer. Finally, the transfer of control will not impact the terms of any existing interconnection agreements or obligations under state and federal laws regarding interconnection.

¹ Although this transfer will not result in substantive tariff changes, Applicants will amend tariffs to reflect their new names.

35. Applicable Labor contracts entered into by the Wireline Business will remain in effect in accordance with the terms and conditions of those agreements.

36. Consequently, for the reasons stated above, the separation of Alltel's wireline and wireless interests and merger with Valor serves the public interest. Such transfers of control allow increased operational focus and customer attention.

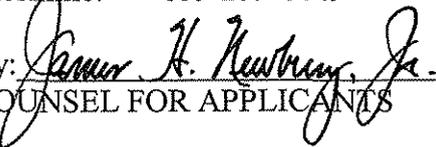
WHEREFORE, for the foregoing reasons, Applicants have demonstrated that transferring control of the Wireline Business from Alltel Corporation to the Merged Wireline Business satisfies KRS 278.020 and is in the public interest. As the Merged Wireline Business will continue to have the requisite technical, managerial, and financial capability to provide quality communications services, Applicants request that the Commission approve the transaction described herein and grant any other necessary and proper relief.

Respectfully submitted this 22nd day December, 2005.

ALLTEL KENTUCKY, INC. and
KENTUCKY ALLTEL, INC.

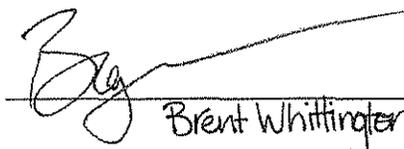
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250 West Main Street, Suite 1600
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Telephone: 859-233-2012
Facsimile: 859-259-0649

By: 
COUNSEL FOR APPLICANTS

VERIFICATION

After being duly sworn, I have read the foregoing application and verify that it is accurate to the best of my knowledge and belief.

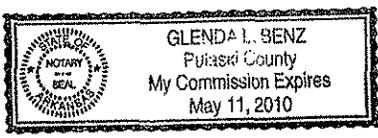


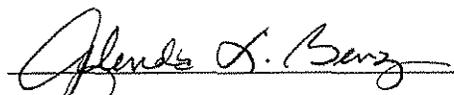
Brent Whittington

COUNTY OF Pulaski)

STATE OF ARKANSAS)

Sworn to and subscribed before me by Brent Whittington as Chief Financial Officer of Alltel Communications on this the 21st day of December, 2005.





Glenda L. Benz

NOTARY PUBLIC

My Commission Expires: May 11, 2010

EXHIBIT 1

PRE-SEPARATION CORPORATE STRUCTURE

EXHIBIT 1

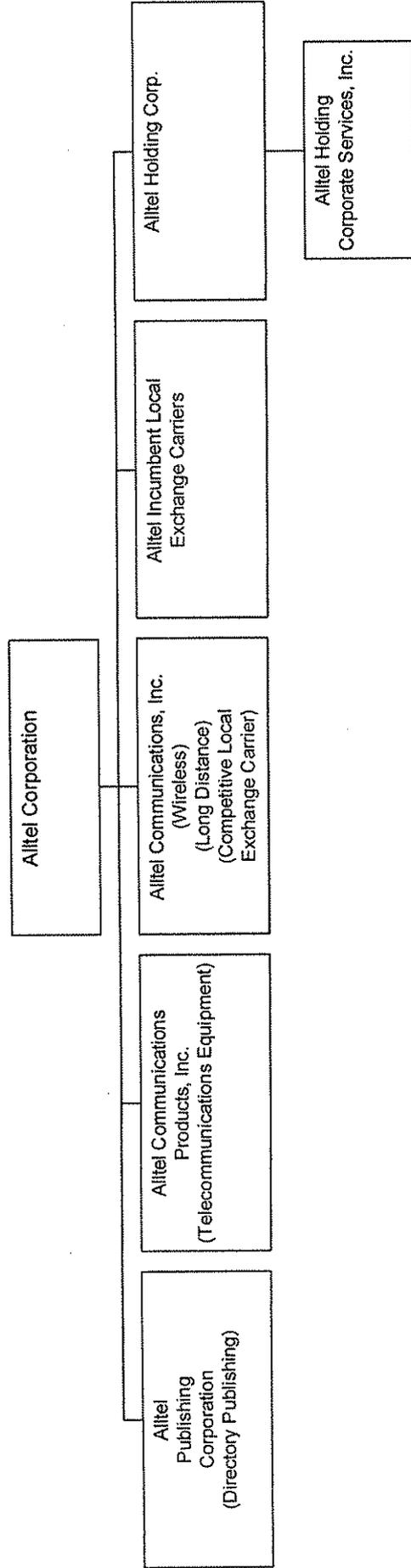


EXHIBIT 2

POST-SEPARATION CORPORATE STRUCTURE

EXHIBIT 2

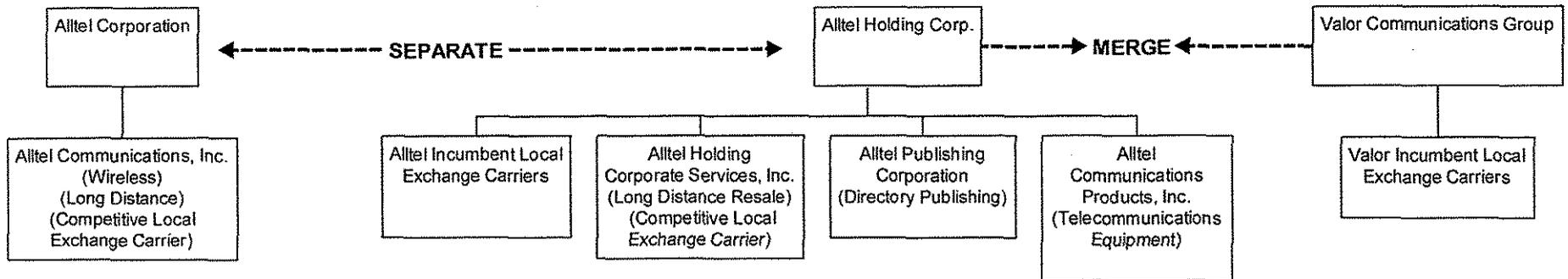
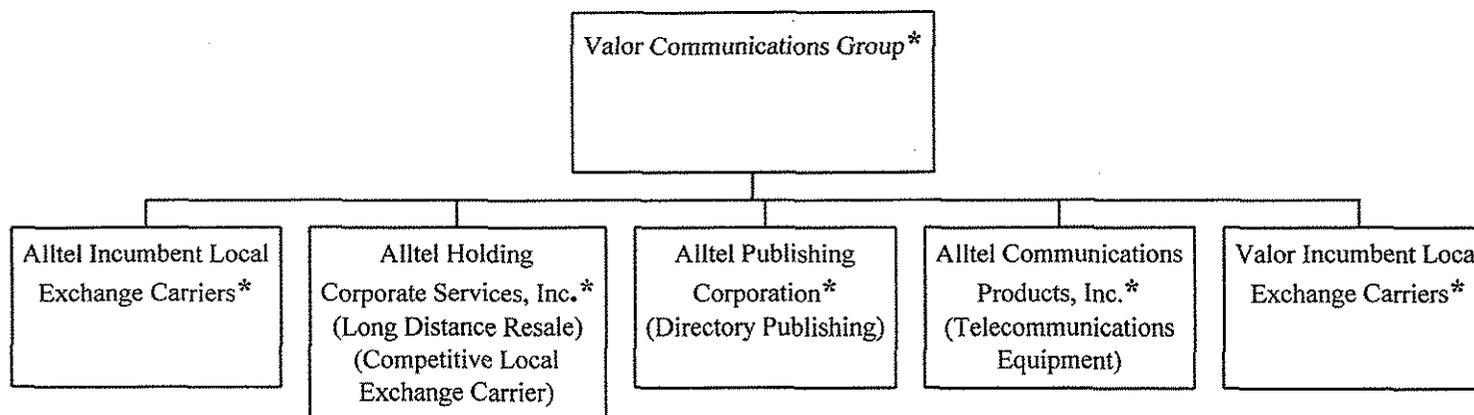


EXHIBIT 3

MERGED WIRELINE BUSINESS

EXHIBIT 3



*** ACTUAL NAMES ARE YET TO BE DETERMINED.**

EXHIBIT 4

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

DEC 26 1983

ALLIED TELEPHONE COMPANY OF KENTUCKY, INC.


SECRETARY OF STATE

Pursuant to the provisions of Ky. Rev. Stat. § 271A.305, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation is ALLIED TELEPHONE COMPANY OF KENTUCKY, INC.

ARTICLE II

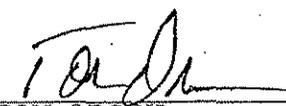
The following Resolution amending the Articles of Incorporation was adopted pursuant to the authority conferred in Ky. Rev. Stat. § 271A.665 by the written consent of the sole shareholder of the corporation, holding the entire capital stock of the company entitled to vote on said amendment, on December 8, 1983.

RESOLVED, that effective January 1, 1984, Article I of the Articles of Incorporation of this corporation be amended so as to hereafter read as follows:

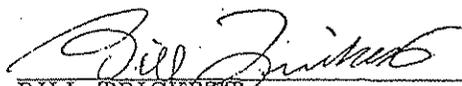
"ARTICLE I

The name of the corporation is: ALLTEL Kentucky, Inc."

IN WITNESS WHEREOF, this instrument has been signed and verified by Tom Orsini, Senior Vice President-Finance of Allied Telephone Company of Kentucky, Inc., and Bill Trickett, Secretary-Treasurer of Allied Telephone Company of Kentucky, Inc. this 8th day of December, 1983.



TOM ORSINI
Senior Vice President-Finance



BILL TRICKETT
Secretary-Treasurer

VERIFICATION

STATE OF ARKANSAS)
) ss.
COUNTY OF PULASKI)

I, Ray Feltz, a Notary Public, do hereby certify that on the 24th day of December, 1983, personally appeared before me Tom Orsini and Bill Trickett, who declared that they are the Senior Vice President-Finance and Secretary-Treasurer, respectively, of Allied Telephone Company of Kentucky, Inc., and being first duly sworn, acknowledged that they signed the foregoing instrument in their official capacities therein set forth; that the execution of the foregoing instrument was the true act and deed of said corporation; and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Ray Feltz
Notary Public

My Commission Expires:
5-9-91

Commonwealth of Kentucky

Department of State



Secretary of State

DREXELL R. DAVIS

FRANKFORT, KENTUCKY

CERTIFICATE

I, **DREXELL R. DAVIS**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of Certificate and Articles of Amendment to Articles of Incorporation of ALLIED TELEPHONE COMPANY OF KENTUCKY, INC. changing name to ALLTEL KENTUCKY, INC. filed December 28, 1983.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal.

Done at Frankfort this 23rd day of
March, 19 84

Drexell R. Davis

Secretary of State, Commonwealth of Kentucky

183453

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that Amended Articles of Incorporation of

ECMO TELEPHONE COMPANY

Changing Name To **ALLIED TELEPHONE COMPANY OF KENTUCKY, INC.**

amended pursuant to Kentucky Revised Statutes, 271A. (~~272~~) duly signed and verified or acknowledged according to law, have been filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this **25TH**

day of **JANUARY**, 19 **82**

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ECHO TELEPHONE COMPANY

ORIGINAL COPY
FILED

JAN 25 1982



Pursuant to the provisions of Ky. Rev. Stat. § 271A.305,
the undersigned corporation adopts the following Articles of
Amendment to its Articles of Incorporation:

239753

ARTICLE I

The name of the corporation is ECHO TELEPHONE COMPANY.

ARTICLE II

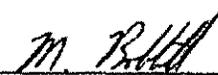
The following Resolution amending the Articles of Incorporation was adopted pursuant to the authority conferred in Ky. Rev. Stat. § 271A.665 by the written consent of the sole shareholder of the corporation, holding the entire capital stock of the company entitled to vote on said amendment, on January
15, 1982.

RESOLVED, that Article I of the Articles of Incorporation of this corporation be amended so as to hereafter read as follows:

ARTICLE I

The name of the corporation is: ALLIED TELEPHONE COMPANY OF KENTUCKY, INC."

IN WITNESS WHEREOF, this instrument has been signed and verified by Max E. Bobbitt, Senior Vice President-Finance of Echo Telephone Company, and Tom Orsini, Secretary-Treasurer of Echo Telephone Company, this 15th day of January, 1982.



MAX E. BOBBITT
Senior Vice President-Finance



TOM ORSINI
Secretary-Treasurer

Commonwealth of Kentucky
Department of State



Office of Secretary of State

LEILA F. BEGLEY, SECRETARY

ARTICLES OF AMENDMENT

I, LEILA F. BEGLEY, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

ECHO TELEPHONE COMPANY

Shepherdsville, Kentucky

have been amended pursuant to Articles of Amendment, duly signed and acknowledged according to law, this day filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.

Witness my official signature this 21st day

of January, 1971

Leila F. Begley
Secretary of State

Assistant Secretary of State



SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
ARTICLES OF INCORPORATION
OF
ECHO TELEPHONE COMPANY

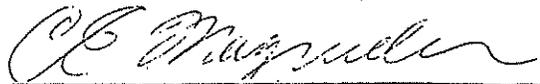
We, C. E. Magruder and Gerald Simms, the undersigned, being the President and Secretary of the Echo Telephone Company do hereby certify that at the Special Meeting of the Stockholders of the Echo Telephone Company, duly called on notice and specific purpose and held on the 18th day of January, 1971, the following Amendment to the Articles of Incorporation was adopted by the vote of the entire capital stock of the Company present and voting, by the following resolution:

RESOLVED: The authorized capital stock of the Echo Telephone Company be increased from two thousand shares of \$100.00 par value common stock to ten thousand shares of \$100.00 par value common stock.

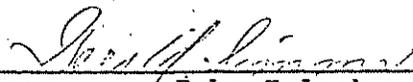
Now, be it remembered that Article V of the Articles of Incorporation of the Echo Telephone Company filed March 8, 1954 and October 6, 1966 in the Office of the Secretary of the State of Kentucky and filed March 10, 1954 and October 6, 1966 in the Office of the Clerk of the Bullitt County Court be amended to read as follows:

The total authorized stock of this corporation shall consist of ten thousand shares, each of which shall have a par value of \$100.00. All shares shall have equal voting power.

WITNESSETH, Whereof this instrument has been signed and acknowledged by C. E. Magruder as President of the Echo Telephone Company and Gerald Simms as Secretary of the Echo Telephone Company this 19th day of January, 1971.



President, Echo Telephone Company



Secretary, Echo Telephone Company

STATE OF KENTUCKY

COUNTY OF BULLITT

I, the undersigned Notary Public for and in the State and County aforesaid do hereby certify that the foregoing instrument was produced before me in said County and State and acknowledged by C. E. Magruder, President of the Echo Telephone Company and Gerald Simms, Secretary of the Echo Telephone Company to be their true act and deed in their official capacity and the true act and deed of said company.

WITNESS my hand this 19th day of January, 1971.

Letitia B. Armstrong
Notary Public, Kentucky State at Large
My commission expires June 1, 1972

Instrument drafted by:

GIVHAN & PORTER

Thomas B. Givhan
Thomas B. Givhan
Attorney at Law
Professional Building
Shepherdsville, Kentucky 40165

ORIGINAL COPY
FILED AND RECORDED

Leila J. Bagley

JAN 21 1971

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

Leila J. Bagley
ASSISTANT SECRETARY OF STATE

STATE OF KENTUCKY }
COUNTY OF BULLITT } Sec.

I, T. L. COOK, Clerk of the Bullitt County Court for the County and State aforesaid, certify that on Jan 25 1971 at Shepherdsville the foregoing Instrument was produced to me in my said office and lodged for record. Whereupon I have duly recorded the same in my office.
Witness my hand this 25 day of Jan 1971

T. L. Cook Clerk
By J. W. Munnery D. C.

Book 2 page 365

GIVHAN & PORTER
ATTORNEYS AT LAW
PROFESSIONAL BUILDING
MAIN ALLEY AT THIRD
SHEPHERDVILLE,
KENTUCKY 40165
02 - 842-2218

Commonwealth of Kentucky

Department of State



Office of Secretary of State

ELMER BEGLEY, SECRETARY

ARTICLES OF AMENDMENT

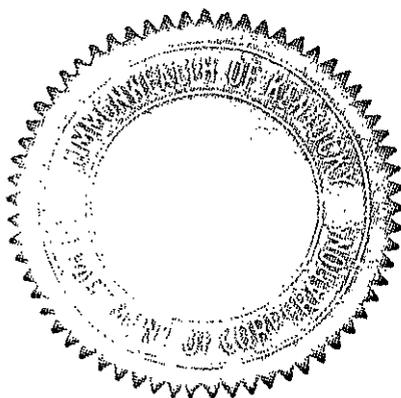
I, ELMER BEGLEY, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

ECHO TELEPHONE COMPANY

Shepherdsville, Kentucky

have been amended pursuant to Articles of Amendment, duly signed and acknowledged according to law, this day filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.

Witness my official signature this 29th day
of July, 1969.



SECRETARY OF STATE

Elmer Begley
Secretary of State

Mary R. Selvy
Assistant Secretary of State

CERTIFICATE OF AMENDMENT
ARTICLES OF INCORPORATION
OF
ECHO TELEPHONE COMPANY

We, Charles Magruder and Peggy Simms, the undersigned, being the President and Secretary and Treasurer of the Echo Telephone Company do hereby certify that at the regular annual meeting of the Stockholders duly called, upon notice and specific purpose, and held on the 10th day of May, 1969, the following amendment to the Articles of Incorporation was adopted by the vote of the entire capitol stock of the company present and voting, by the following resolution;

RESOLVED, The Articles of Incorporation of Echo Telephone Company be so amended that Article IX be amended to provide that "The affairs of the Corporation shall be conducted by a Board of Directors to consist of not less than three(3) or more than nine (9) members who shall hold office until their successors shall have been elected and qualified" with the remainder of the Article to read the same. Chairman Magruder, Attorney Givhan and the Board of Directors are directed to take such steps as are necessary to so amend the Articles of Incorporation and Company By-Laws.

Now, be it remembered that Article IX of the Articles of Incorporation of the Echo Telephone Company filed March 8, 1954 in the office of the Secretary of State of Kentucky and filed March 10, 1954 in the office of the Clerk of the Bullitt County Court be amended to read as follows;

"The affairs of the Corporation shall be conducted by a Board of Directors to consist of not less than three(3) or more than nine (9) members who shall hold office until their successors shall have been elected and qualified" with the remainder of the Article to read the same.

WITNESSETH, Whereof this instrument has been signed and acknowledged by Charles Magruder as President of the Echo Telephone Company and Peggy Simms as Secretary-Treasurer of the Echo Telephone Company this 14th day of July, 1969.

Charles Magruder

Charles Magruder, President
Echo Telephone Company

Peggy Simms

Peggy Simms, Secretary-Treasurer
Echo Telephone Company

STATE OF KENTUCKY

COUNTY OF BULLITT

I, the undersigned Notary Public for and in the State and County aforesaid do hereby certify that the foregoing instrument was produced before me in said County and State and acknowledged by Charles Magruder, President of the Echo Telephone Company and Peggy Simms, Secretary-Treasurer of the Echo Telephone Company to be their true act and deed in their official capacity and the true act and deed of said company.

Witness my hand this 14th day of July, 1969.

Little B. Tomastrow

Notary Public, Kentucky State/at Large
My commission Expires June 1, 1972

Instrument drafted by:

Thomas B. Givhan

Thomas B. Givhan
Attorney at Law
Professional Building
Shepherdsville, Kentucky 40165

TRUE COPY
FILED AND RECORDED

James B. Gentry

JUL 29 1969

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY
BY *Mary C. Kelly*
ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky
Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

ARTICLES OF AMENDMENT

I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

ECHO TELEPHONE COMPANY

Shepherdsville, Kentucky

have been amended pursuant to Articles of Amendment, duly signed and acknowledged according to law, this day filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.

Witness my official signature this 6th day

of October, 19 66

Thelma L. Stovall
Secretary of State

Francis M. Lewis
Assistant Secretary of State



SECRETARY OF STATE

Raymond ...
Secretary-Treasurer, Echo Telephone Company

CERTIFICATE OF AMENDMENT
ARTICLES OF INCORPORATION
OF
ECHO TELEPHONE COMPANY

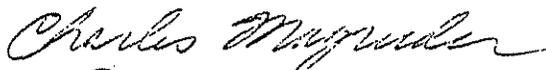
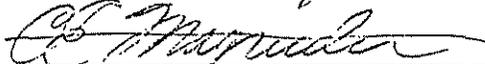
We, Charles Magruder and Peggy Simms, the undersigned, being the President and Secretary-Treasurer of the Echo Telephone Company do hereby certify that at the regular annual meeting of the Stockholders duly called, upon notice and specific purpose, and held on the 14th day of May, 1966, the following amendment to the Articles of Incorporation was adopted by the vote of the entire capitol stock of the company present and voting, by the following resolution;

RESOLVED, The authorized capitol stock of the Echo Telephone Company, Incorporated be increased from 1000 to 2000 shares and the President and Board of Directors authorized to take all legal steps necessary to amend the Articles of Incorporation and otherwise to lawfully increase the authorized stock.

Now, be it remembered that Article V of the Articles of Incorporation of the Echo Telephone Company filed March 8, 1954 in the office of the Secretary of State of Kentucky and filed March 10, 1954 in the office of the Clerk of the Bullitt County Court be amended to read as follows;

The total authorized stock of this corporation shall consist of 2000 shares, each of which shall have a par value of \$100.00. All shares shall have equal voting power.

WITNESSETH, Whereof this instrument has been signed and acknowledged by Charles Magruder as President of the Echo Telephone Company and Peggy Simms as Secretary-Treasurer of the Echo Telephone Company this 12th day of September, 1966.

President, Echo Telephone Company



Secretary-Treasurer, Echo Telephone Company

STATE OF KENTUCKY

COUNTY OF BULLITT

I, the undersigned Notary Public for and in the State and County aforesaid do hereby certify that the foregoing instrument was produced before me in said county and state and acknowledged by Charles Magruder, President of the Echo Telephone Company and Peggy Simms, Secretary-Treasurer of the Echo Telephone Company to be their true act and deed in their official capacity and the true act and deed of said company.

Witness my hand this 12th day of September, 1966.

Betty B. Armstrong
Notary Public, State of Ky. at *Spurge*
My commission expires: *May 29, 1968*

Instrument drafted by:

Thomas B. Givhan
Thomas B. Givhan
Attorney at Law
Professional Building
Shepherdsville, Kentucky 40165

ORIGINAL COPY
FILED AND RECORDED

OCT 6 1966

Thomas L. Stovall
SECRETARY OF STATE OF KENTUCKY
BY *Francis M. Harris*
ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky
Department of State



Office of Secretary of State

CHARLES K. O'CONNELL, SECRETARY

ARTICLES OF INCORPORATION

I, CHARLES K. O'CONNELL, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

ECHO TELEPHONE COMPANY

SHEPHERDSVILLE, KENTUCKY

duly signed and acknowledged according to law, have this day been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid

Witness my official signature this 3TH day

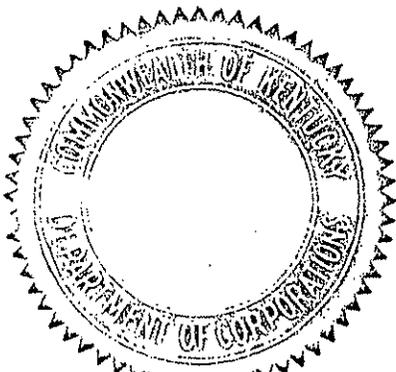
of MARCH, 1954.

Charles K. O'Connell

Secretary of State

D. R. Davis

Chief Clerk, Corporation Department



SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
ECHO TELEPHONE COMPANY

The undersigned, O. K. Magruder, Garnett Magruder and Tom B. Givhan, hereby associate themselves together to establish a corporation pursuant to the laws of the Commonwealth of Kentucky.

ARTICLE I

The name of the corporation is: ECHO TELEPHONE COMPANY.

ARTICLE II

The nature of the business proposed to be transacted, promoted, and carried on by the corporation, and its purposes and powers shall be as follows:

To purchase, acquire, construct, maintain, own, ~~lease and operate telephones and telephonic systems and~~ businesses, and to conduct a general telephone business and with this end in view the corporation shall have the right and power to prescribe and adopt by-laws for the government, control, and regulation of this corporation.

To acquire, manufacture, buy, sell and generally deal in telephone instruments, machines and apparatus; to construct, erect, build, operate and maintain telephone stations for the transmission and reception of messages by electricity, wire or wireless instruments; to receive and transmit messages by signal or other device, and by any and all other electrical devices over, upon, and by wire or wireless instruments, and any and all similar and like instruments and devices.

To buy, build or cause to be built, or otherwise acquire, operate and maintain stations for the transmission and reception of telephone messages by means of wire or wireless

systems; to carry on the business of transmitting and receiving messages from such stations for compensation.

To so engage in the telephone business, generally, and in the transmission of messages for hire or compensation, either in the Commonwealth of Kentucky, or interstate business between the States of the Union, or foreign countries, or in any part of the world.

To contract and enter into any and all agreements for the exchange of messages and the transmission of messages, and the receiving thereof, through any connecting company or companies, person, firm or corporation, partnership or the like, owning, maintaining, or operating telephone systems, or businesses, or with any person or persons, firm or corporation whatsoever operating or maintaining any system, wire or wireless or otherwise, for the transmission and receipt of messages, or the like, whatsoever.

To purchase or otherwise acquire, own, lease, exchange, mortgage, pledge, and deal in real estate or any interest therein for the purpose of its incorporation, to erect buildings or other structures thereon and otherwise improve the same.

For the purpose of attaining or furthering any of its objects, to do any and all other acts and things, and exercise any and all powers which a co-partnership or a natural person may be authorized by law, in the Commonwealth of Kentucky or in any part of the world.

Without in any particular limiting or restricting any of the objects and powers of this corporation, it is hereby expressly declared and provided that the corporation shall have the power to issue bonds and other obligations and shares of its capital stock, in payment for property purchased or acquired by it or for any other lawful object in and about its business; to

mortgage or pledge or hypothecate any stocks, bonds, or other obligations, or any property which may be acquired by it; to secure any bonds, guaranties, or other obligations by it issued or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of every kind and description.

The enumeration of the foregoing powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE III

The corporation shall begin business upon compliance with the provisions of Section 271.095 of the Kentucky Revised Statutes, and shall be perpetual unless sooner dissolved as provided by law.

ARTICLE IV

The address of the corporation's registered office is ~~Shepherdsville, Kentucky.~~

The name and address of the resident agent is Tom E. Givhan, P. O. Box 184, Shepherdsville, Kentucky.

ARTICLE V

The total authorized stock of this corporation shall consist of One thousand (1,000) shares, each of which shall have a par value of One hundred (\$100) dollars. All shares shall have equal voting power.

ARTICLE VI

The corporation shall begin business with a capital of not less than One thousand (\$1,000) Dollars which shall be paid in cash or property at a valuation provided by law.

or the laws of the Commonwealth of Kentucky. It will not be inconsistent with these Articles of Incorporation, such by-laws and rules to regulate the business of the corporation. The Board of Directors shall have the power to make

other officers or employees as may be deemed proper. The Board of Directors may also elect or appoint such person. The office of Secretary and Treasurer may be combined in one. The Board of Directors shall elect a President, a Vice-President, Secretary and a Treasurer. The Board of Directors shall be filled by the remaining directors. In the Board of Directors between the annual meetings shall be provided in the corporation's by-laws. Vacancies that may occur shareholders to be held at such time and place as may be

the directors shall be elected at the annual meeting of the the filing of these Articles of Incorporation and thereafter Board of Directors shall be elected as soon as convenient after ~~directors shall have been elected and listed. The list~~ more than seven members who shall hold office until their by a Board of Directors to consist of not less than three or The affairs of the corporation shall be conducted

ARTICLE IX

office shall be as provided hereinafter. three directors whose qualifications, duties and terms of At their first meeting the shareholders shall elect

ARTICLE VIII

Number of Shares	Name	Address
1	Tom R. Gluhan	Shepherdsville, Ky.
1	Garnett Hargrader	Shepherdsville, Ky.
428	O. K. Hargrader	Shepherdsville, Ky.

the number of shares subscribed by each are as follows: The names and addresses of the incorporators and

ARTICLE VII

ARTICLE X

The private property of the shareholders of this corporation shall not be liable for the debts or liabilities of the corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 5th day of March, 1954.

O. K. Magruder
O. K. Magruder

Garnett Magruder
Garnett Magruder

Tom B. Givhan
Tom B. Givhan

STATE OF KENTUCKY)
COUNTY OF BULLITT) SGT:

I, Clyde C. Polley, a Notary Public of Bullitt County, Kentucky, do hereby certify that the foregoing Articles of Incorporation of Echo Telephone Company were this day produced to me by O. K. Magruder, Garnett Magruder and Tom B. Givhan and acknowledged and delivered by said parties to be their act and deed.

Witness my hand this 5th day of March, 1954.

My commission expires 7/21/54.

Clyde C. Polley
Notary Public - Bullitt
County, Kentucky.

STATE OF KENTUCKY)
COUNTY OF BULLITT) SGT:

I, T. L. COOK, Clerk of the County Court for the County and State aforesaid, certify that on March 10, 1954 the foregoing Instrument was produced to me in my office and lodged for record. Whereupon I have duly recorded the same together with this and proceeding certificate in my said office.

Witness my hand this 10 day of March, 1954

T. L. Cook

ORIGINAL COPY
FILED AND RECORDED

MAR - 8 1954

Charles K. Connell
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

ALLTEL Newco No. 1, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

FIRST: That the Board of Directors of ALLTEL Newco No. 1, Inc. duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the First Article thereof so that, as amended said Article shall be and read as follows:

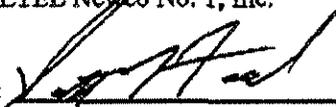
"The name of the Corporation is Kentucky ALLTEL, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, ALLTEL Newco No. 1, Inc. has caused this certificate to be signed by Scott T. Ford, its President, this 27th day of November, 2001.

ALLTEL Newco No. 1, Inc.

By: 

Scott T. Ford
President

CERTIFICATE OF INCORPORATION

OF

ALLTEL NEWCO NO. 1, INC.

1.

The name of the Corporation is ALLTEL Newco No. 1, Inc.

2.

The address of the registered office of the Corporation in Delaware is 1209 Orange Street, Wilmington, Newcastle County, Delaware 19801. The registered agent of the Corporation at such address is The Corporation Trust Company.

3.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4.

The Corporation is authorized to issue 1,000 shares, \$1.00 par value per share, of stock, designated as "Common Stock." Each share of Common Stock shall have one vote on each matter submitted to a vote of the stockholders of the Corporation. The holders of shares of Common Stock shall be entitled to receive, in proportion to the number of shares of Common Stock held, the net assets of the Corporation upon dissolution.

5.

The name of the Incorporator is Karl J DeDonato, and the mailing address for the Incorporator is 1209 Orange Street, Wilmington, Delaware 19801.

6.

The name of the initial Director of the Corporation is Francis X. Frantz, and the mailing address for the initial Director is One Allied Drive, Little Rock, Arkansas 72202.

7.

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided that this Article shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the General Corporation Law of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 22nd day of October, 2001.

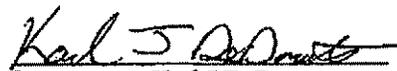

Incorporator Karl J DeDoanto

EXHIBIT 5

MANAGEMENT BIOGRAPHIES

BOARD OF DIRECTORS

Francis X. "Skip" Frantz - Chairman
One Allied Drive
Little Rock, AR
501-905-8111

Francis X. "Skip" Frantz, Executive Vice President - General Counsel and Secretary of Alltel Corporation, has been named Chairman of the Board of the new wireline company to be formed through the spin-off of Alltel's wireline business and merger with VALOR Communications group of Irving, Texas.

Frantz joined Alltel in 1990 as Senior Vice President and General Counsel and was appointed Corporate Secretary in January 1992 and Executive Vice President in 1998. He is responsible for the wireline wholesale services group, federal and state government and external affairs, corporate communications, administrative services and corporate governance.

Prior to joining Alltel, he was a partner in the law firm of Thompson, Hine and Flory, where he represented Alltel in connection with various business transactions and corporate matters for the last several years of his 12-year tenure with that firm.

Mr. Frantz is the 2005-2006 Chairman of the Board and of the Executive Committee of the USTelecom, a telecom trade association that represents 1,200 member companies. During his association with USTelecom, he has served as First Vice Chairman and as a member of the Executive Committee, Nominating Committee and Telecom Reform Task Force Committee.

Dennis E. Foster - Director
600 The Grange Lane
Lexington, Kentucky 40511
859 294 7663

Mr. Foster is currently the Principal in Foster Thoroughbred Investments. Prior to June 30, 2000, he was Vice Chairman of the Board of Alltel; Director of Yellow Corp. and NiSource Inc. He was initially elected as a Director of Alltel in 1998 and during his tenure was Chairmen of the Compensation Committee and member of the Executive Committee. Prior to joining the Alltel Board, Mr. Foster was the president of 360 Communications.

Jeffery R. Gardner - Director
One Allied Drive
Little Rock, AR

501-905-8707

Jeffery Gardner, is currently the Executive Vice President and Chief Financial Officer of Alltel Corporation. In addition to becoming a member of the board of the new wireline company, he has been named President and Chief Executive Officer.

Gardner has been in the communications industry since 1986 and joined Alltel in 1998 when the company merged with 360 Communications

He has held a variety of senior management positions such as Senior Vice President of Finance, which included treasury, accounting and capital markets; President of the Mid-Atlantic Region; Vice President and General Manager of Las Vegas and Director of Finance.

Gardner is a member of the Board of Directors for RF Micro Devices, based in Greensboro, N.C., where he serves on the audit committee. He also serves on the board of the Arkansas Symphony Orchestra, the Arthritis Foundation and Pulaski Academy School in Little Rock.

Gardner received his Bachelor of Science degree in Finance from Purdue University and a Master's degree in Business Administration from William and Mary. He is a Certified Public Accountant.

OFFICERS

Francis X Frantz - Chairman

(See biography above)

Jeffery R. Gardner - President and Chief Executive Officer

(See biography above)

John B. Koch – Chief Operating Officer

One Allied Drive
Little Rock, AR
501-905-8981

John Koch , President – Wireline Services, has been named Chief Operating Officer of the new wireline company to be formed through the spin-off of Alltel’s wireline business and merger with VALOR Communications Group of Irving, Texas.

Since joining Alltel in 1998 when the company merged with 360 Communications, Koch has held a variety of management positions such as president – Southeast Region, Executive Vice President of Marketing and Emerging Business and Executive Vice President of Network Services.

Koch previously was with Sprint Cellular, Centel Cellular and has worked as a consultant for the Analytic Sciences Corporation (TASC).

Koch received his Bachelor of Science degree and Master’s degree in systems engineering from the University of Virginia.

Brent Whittington – Executive Vice President and Chief Financial Officer

One Allied Drive
Little Rock, AR
501-905-6558

Brent Whittington, Senior Vice President – Operations Support of Alltel Communications, Inc., has been named Executive Vice President and Chief Financial Officer of the new wireline company.

Whittington joined Alltel in 2002. He also served as Vice President – Finance & Accounting.

Prior to joining Alltel, Whittington was an Audit Manager for Arthur Anderson.

He has a degree in accounting from the University of Arkansas in Little Rock.

Whittington is active in his community. He currently serves on the board of Big Brothers and Big Sisters of Central Arkansas

**Rob Clancy – Senior Vice President and
Treasurer**

One Allied Drive
Little Rock, AR

Rob Clancy, Vice President – Investor Relations of Alltel, has been named Senior Vice President and Treasurer of the new wireline company. Clancy also will lead the new wireline company's investor relations and corporate communications efforts.

Clancy has been in the communications industry since 1987 and joined Alltel in 1998 when the company merged with 360 Communications.

He has held a variety of management positions throughout his tenure including Vice President of Sales and Distribution, Vice President of Internal Audit, Vice President of Finance, Vice President and General Manager for the Central North Carolina Market, and Southeast Region Marketing Director.

Clancy has a degree in accounting from Northern Illinois University in Dekalb. He is a Certified Public Accountant.

Frank A. Schueneman – Senior Vice President Network Operations

One Allied Drive
Little Rock, AR
501-905-8482

As Vice President – Engineering for Alltel, Schueneman is responsible for design and implementation of Alltel's wireless and wireline networks including switching, transport, RF and data. He will be Senior Vice President Network Operations for the new wireline company.

Before being named to his current position, Schueneman was responsible for the operation of wireless networks in Alltel's West Region which included the operation and maintenance of wireless switching systems and cell sites, wireless system performance and optimization, and cell site project engineering and construction. Other duties included regional capital budget management and wireline outside plant engineering and construction.

Schueneman has served more than 25 years with Alltel where he has a broad technical background that includes planning, engineering and operation of wireless, wireline, long distance and data networks. Schueneman attended the University of Akron where he received a Bachelor of Science degree in Electronic Technology.

Daniel A. Powell - Area President

130 West New Circle Road
Lexington, KY
859-357-6101

Dan Powell is responsible for the day to day operations for ALLTEL's wireline and CLEC operations in Nebraska, Kentucky, Ohio, Pennsylvania and New York. Powell will continue in this role for the new wireline company.

Powell joined Alltel in 1993 and has held a variety of operations and corporate positions including Vice President and General Manager of the Virginia Market Area, Vice President of Marketing, Manager of Corporate Strategy and Vice President of Investor Relations.

Most recently, he has served as Area President for wireline services for Arkansas, Missouri, Nebraska, Oklahoma and Texas. He has also served as Market Area President for New York, North Carolina, Pennsylvania, Tennessee, Virginia and West Virginia where he was responsible for wireless, wireline, CLEC, long distance, DSL and broadband communications.

Prior to joining the company, Powell was with Andersen Consulting. Powell is a graduate of Albion College in Albion, Mich., with a Bachelor's degree in Economics and Management. Powell also holds a Master's degree in Business Administration from the University of Michigan.

Gregg L. Richey - Area President

One Alltel Center
Alpharetta, GA
678-351-2050

Richey is responsible for the day to day operations for Alltel's wireline and CLEC operations in Arkansas, Alabama, Georgia, Florida, Louisiana, Mississippi, Missouri, North Carolina, Oklahoma, South Carolina and Texas. Richey will continue in this role for the new wireline company.

Richey joined Alltel in 1991 as General Manager of Alltel's Gainesville, Fla., market. Prior to his current position, Richey has served as Senior Vice President - Sales and Distribution for Alltel Communications, President of Alltel's Mid-South Market, and Vice President and General Manager for the company's Florida, Georgia, and Alabama wireless operations. In 1994, he won Alltel's ALEX Award for helping the Gainesville, Fla., market achieve Market of the Year status.

Richey holds a Bachelor's Degree in computer science from the University of Mississippi in Oxford. He currently serves on the Board of Directors for the Georgia Chamber of Commerce.

EXHIBIT 6

Merged Wireline Business
Unaudited Pro Forma Combined Condensed Statement of Income
For the Year Ended December 31, 2004
Dollars and shares in millions

Revenues and sales:	\$ 3,449.4
Costs and expenses:	
Cost of services	963.3
Cost of products sold	333.8
Selling, general, administrative and other	430.6
Depreciation and amortization	607.6
Restructuring and other charges	11.8
	<hr/>
Operating income	1,102.3
Other income, net	(80.0)
Interest expense	(366.0)
	<hr/>
Income (loss) before income taxes	656.3
Income taxes	274.7
	<hr/>
Net income (loss)	<u><u>\$ 381.6</u></u>
Earnings per share:	
Basic	\$ 0.81
Diluted	\$ 0.81
Average common shares outstanding:	
Basic	473.7
Diluted	473.7

Note: This financial statement is unaudited. It represents the combination of Alltel Corporation's wireline business and Valor Communications Group.

Merged Wireline Business
 Unaudited Pro Forma Combined Condensed Balance Sheet
 As of December 31, 2004
 Dollars in millions

Assets

Cash and short-term investments	\$ 122.5
Other current assets	460.1
Total current assets	<u>582.6</u>
Investments	2.3
Goodwill	5,360.6
Other intangibles	671.5
Property, plant and equipment, net	3,941.1
Other assets	290.2
Total assets	<u><u>\$ 10,848.3</u></u>

Liabilities and Shareholders' Equity

Current liabilities	\$ 365.3
Long-term debt	5,454.0
Deferred income taxes	986.0
Other liabilities	197.1
Common stock	-
Additional paid-in capital	5,868.4
Treasury stock	(3.2)
Accumulated other comprehensive income	0.5
Deferred equity compensation	(18.3)
Retained earnings (deficit)	(2,001.5)
Total liabilities and shareholders' equity	<u><u>\$ 10,848.3</u></u>

Note: This financial statement is unaudited. It represents the combination of Alltel Corporation's wireline business and Valor Communications Group.